

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Conflicts-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Neil Berger (NB-3599)

HEARING DATE: December 11, 2007
AT: 10:00 AM

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, <u>et al.</u> | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
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**NOTICE OF PRESENTMENT OF JOINT STIPULATION
AND AGREED ORDER COMPROMISING AND ALLOWING
PROOFS OF CLAIM NUMBERS 11566, 11567 AND 11568 (SEMI-
CONDUCTOR COMPONENTS INDUSTRIES LLC AND SPCP GROUP LLC)**

PLEASE TAKE NOTICE that on June 15, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") objected to proof of claim number 11566 ("Claim 11566") filed by Semiconductor Components Industries LLC and SPCP Group LLC (together, the "Claimant") pursuant to the Debtors' (i) Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To

Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) ("Seventeenth Omnibus Claims Objection");

PLEASE TAKE FURTHER NOTICE that, on July 10, 2007, Claimant filed its Response Of ON Semiconductor Industries LLC To Debtors Seventeenth Omnibus Objection To Claims (Docket No. 8513) (the "Response");

PLEASE TAKE FURTHER NOTICE that, the Debtors agreed with the amounts asserted in Claim 11567 and Claim 11568 (together with Claim 11566, the "Claims") as filed by Claimant;

PLEASE TAKE FURTHER NOTICE that on October 17, 2005, Claimant submitted a demand to the Debtors asserting a reclamation claim in the amount of \$1,648,599.77 (the "Reclamation Demand");

PLEASE TAKE FURTHER NOTICE that the Debtors and the Claimant have agreed to settle the Seventeenth Omnibus Claims Objection and the Response with respect to the Claims, the Reclamation Demand and the Claims and, either because the Claims involve an ordinary course controversy or pursuant to the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414), have (i) entered into a Settlement Agreement, dated as of October 31, 2007 (the "Settlement Agreement"), and (ii) executed a Joint Stipulation and Agreed Order Compromising and Allowing Proofs of Claim Numbers 11566, 11567, and 11568 (Semiconductor Components Industries LLC and SPCP Group LLC) (the "Joint Stipulation");

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, the Debtors and the Claimant have agreed to (i) the allowance of (a) Claim No. 11566 as a general unsecured non-priority claim against

Delphi Automotive Systems LLC in the amount of \$5,764,040.00; (b) Claim No. 11567 as a general unsecured non-priority claim against Delco Electronic Overseas Corporation in the amount of \$24,141.71; and (c) Claim 11568 as a general unsecured non-priority claim against Delphi Mechatronic Systems, Inc. in the amount of \$30,102.47; (ii) the withdrawal of the Reclamation Demand with prejudice; and (iii) the withdrawal of the Response to the Seventeenth Omnibus Claim Objection with prejudice;

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Joint Stipulation for consideration at the hearing scheduled for December 11, 2007, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York.

Dated: New York, New York
December 4, 2007

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:
/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza
New York, New York 10119
(212) 594-5000